
Declaration of Weidong CHEN

Exhibit 2

国工商登检 5表
文号：(85)工商企字第50号
本书应于二月底前报出

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公司年检注册书

(一九八五年度)

名 称 中国租船公司

地 址 北京西郊二里沟

经济类型 全民所有制

主管部门 对外经济贸易部

所属行业 _____

行业代号 _____

开业日期 一九五五年三月

(行业及代码，由登记机关填写)

中华人民共和国

国家工商行政管理局制

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一、登记注册事项

原登记情况		年末实际状况	
1. 名称:	中国租船公司	9. 名称:	中国租船公司
2. 地址:	北京市西单二条三号	10. 地址:	北京市西单二条三号
3. 法人代表:	李春生	11. 法人代表:	李春生
4. 生产经营方式:	租赁	12. 生产经营方式:	租赁
5. 生产经营范围	生产经营范围	13. 主营:	对外租船、订船业务
兼营:		兼营:	
6. 注册资金小计:	万元	14. 注册资金小计:	9,720 万元
7. 其中: 固定资金:	万元	15. 其中: 固定资金:	9,22 万元
8. 流动资金:	万元	16. 流动资金:	8,998 万元
17. 注册资金来源小计:	9,720 万元	33. 生产经营面积小计:	米 ²
18. 其中: 上级拨款:	9,920 万元	34. 其中: 生产车间面积:	米 ²
19. 借款:	万元	35. 营业面积:	米 ²
20. 合资:	万元	36. 仓库面积:	米 ²
21. 集资:	万元	37. 其他面积:	米 ²
22. 银行贷款:	万元	38. 生产经营场地来源:	
23. 其他:	万元		
24. 从业人员小计:	392 人	39. 场地合同期限:	年 月 日 至 年 月 日
25. 其中: 正式职工:	392 人	40. 开业日期:	1955 年 5 月 日
26. 临时人员:	人	41. 营业执照: 工商登记字 01171 号	
27. 兼职人员:	人	42. 营业执照有效期: 自 1989 年 6 月 8 日至 1999 年 6 月 8 日止	
28. 主管部门: 对外经济贸易部		43. 营业证书 工商企 证字第 01171 号	
29. 批准部门: 对外经济贸易部		44. 营业证书 证 号	
30. 公司开户银行: 中国银行总行		45. 营业证书 证 号	
31. 公司银行帐号: 40103095		46. 营业证书 证 号	
32. 公司联系电话: 09-0931			

二、全年生产经营完成情况

项 目	计算单位	实 际	项 目	计算单位	实 际
47. 总产值(现价)	万元		58. 纳税总额	万元	1,075
48. 货物运输总收入	万元	329,189	59. 利润总额(±)	万元	16,465
49. 建筑安装工作量	万元		60. 其中: 上缴财政	万元	
50. 商业营业额	万元		61. 上缴主管部门	万元	9,431
51. 外贸出口额	万元		62. 公司留成	万元	2
52. 外贸进口额	万元		63. 其他分配	万元	7,432
53. 承包工程收入	万元		64. 章程规定的分配形式:		
54. 劳务出口收入	万元				
55. 旅游业收入	万元				
56. 咨询技术服务收入	万元				
57. 其他收入	万元	16,28			
65. 主要产品或主要商品名称	计算单位	年计划产量或销售量	年实际产量或销售量		
66.					
67.					
68.					

注: 中国租船公司和中国对外贸易运输总公司是一套机构,一本帐,两块牌子,所以此表内填列的数字也就是中国对外贸易运输总公司填列的数字。

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国工商登检：5表
文号：(85)工商企字第56号
本书应于三月底前报出

公司年检注册书

(一九八六年 度)

名 称 中国租船公司

地 址 北京西郊二里沟

经济类型 全民所有制

主管部门 对外经济贸易部

所属行业 _____

行业代号 _____

开业日期 一九八五年三月

(所属行业及代号，由登记机关填写)

中华人民共和国

国家工商行政管理局制

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一、登记注册事项

原登记情况		年末实际状况	
1	名称: 中国租船公司	8	名称: 中国租船公司
2	地址: 北京西交口二里沟	9	地址: 北京西交口二里沟
3	法人代表: 李春田	10	法人代表: 严健
生产经营范围 主营: 对外租船, 订船业务		生产经营范围 主营: 对外租船, 订船业务	
4	兼营:	11	兼营:
5	注册资本: 万元	12	实有资金小计: 万元
6	其中: 固定资金: 万元	13	其中: 固定资金: 19,350 万元
7	流动资金: 万元	14	流动资金: 8,888 万元
15	注册资本来源: 其中: 上级拨款: 9,920 万元	31	生产经营面积小计: 其中: 生产车间面积:
16	借款: 万元	32	营业面积:
17	合资: 万元	33	仓库面积:
18	集资: 万元	34	其他面积:
19	银行定期贷款: 万元	35	生产经营场地来源:
20	其他: 万元	36	
22	从业人员小计: 392 人	37	年末从业人员: 422 人
23	其中: 正式职工: 人	38	场地合同年月日至年月日 期限: 1955 年 3 月 日
24	临时人员: 人	39	开业日期: 1955 年 3 月 日
25	兼职人员: 人	40	营业执照: 工商企造字 01171 号
26	主管部门: 对外经济贸易部	41	营业执照自 1981 年 6 月 9 日至 1981 年 6 月 8 日止
27	审批部门: 对外经济贸易部	42	有效期: 1981 年 6 月 9 日至 1981 年 6 月 8 日止
28	公司开户银行: 中国银行总行		
29	公司银行账号: 40103095		
30	公司联系电话: 890931		

二、全年生产经营完成情况

项目	计算单位	实	际	项目	计算单位	实	际
43 总产值(现价)	万元	54 纳税总额	万元	930			
44 交通运输总收入	万元	386,093		55 利润总额(正)	万元	17,134	
45 建筑安装工作量	万元			56 其中: 上缴财政	万元		
46 商业营业额	万元			57 上缴主管部门	万元	9,546	
47 外贸出口额	万元			58 公司留成	万元	2	
48 外贸进口额	万元			59 其他分配	万元	8,186	
49 承包工程收入	万元			60 章程规定的分配形式:			
50 劳务出口收入	万元						
51 旅游业收入	万元						
52 咨询技术服务收入	万元						
53 其他收入	万元	110					
61 主要产品或主要商品名称	计算单位			年计划产量或销售量			
62				年实际产量或销售量			
63							
64							

[注: 中国租船公司和中国对外贸易运输总公司是一套机构,一本帐,两块牌子,所以此表内所列数字也就是中国对外贸易运输总公司填列的数字。]

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国工商登检：5表
文号：（85）工商企字第50号
本书应于三月底前报出

公司年检注册书

(一九八七年 度)

名称 中国租船公司

地址 北京市西郊三里沟

经济类型 全民

主管部门 对外经济贸易部

所属行业 _____

行业代号 _____

开业日期 1955年3月

(所属行业及代号，由登记机关填写)

中华人民共和国

国家工商行政管理局制

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一、登记注册事项

原登记情况			年末实际状况		
1. 名称:	中国船舶公司		8. 名称:	中国船舶公司	
2. 地址:	北京丰台区二里沟		9. 地址:	北京丰台区二里沟	
3. 法人代表:	平健		10. 法人代表:	平健	
4. 生产经营范围 主营:	根据国内、外有关部门的委托, 办理对外船舶、汽订船业务。		11. 生产经营范围 主营:	根据国内、外有关部门的委托, 办理对外船舶、汽订船业务。	
5. 注册资金:	2,000	万元	12. 实有资金小计:	20626.28	万元
6. 其中: 固定资金:		万元	13. 其中: 固定资金:	22034.74	万元
7. 流动资金:	2,000	万元	14. 流动资金:	8591.59	万元
15. 注册资金来源:			15. 生产经营面积小计:		
16. 其中: 上级拨款:	2,000	万元	16. 其中: 生产车间面积:		米 ²
17. 借款:		万元	17. 营业面积:		米 ²
18. 资本:		万元	18. 仓库面积:		米 ²
19. 备用金:		万元	19. 其他面积:		米 ²
20. 银行定期贷款:		万元	20. 生产经营场地来源:		
21. 其他:		万元			
22. 从业人员小计:	432	人	21. 年末从业人员:	502	人
23. 其中: 正式职工:		人	22. 场地合同期限:	年 月 日至 年 月 日	
24. 临时人员:		人	23. 开业日期:	年 月 日	
25. 兼职人员:		人	24. 营业执照: 工商企通字 01171 号		
26. 主管部门:	对外经济贸易部		25. 营业执照有效期: 自 87 年 4 月 10 日至 89 年 6 月 8 日止		
27. 审批部门:			26. 营业证书: 年末共有 10 份		
28. 公司开户银行:	中国银行总行				
29. 公司银行帐号:	40103095				
30. 公司联系电话:	8317733				

二、全年生产经营完成情况

项 目	计算单位	实 际	项 目	计算单位	实 际
43. 总产值(现价)	万元		54. 纳税总额	万元	825.13
44. 交通运输总收入	万元	263,801.61	55. 利润总额(土)	万元	9,521.50
45. 建筑安装工作量	万元		56. 其中: 上缴财政	万元	
46. 商业营业额	万元		57. 上缴主管部门	万元	5,448.38
47. 外贸出口额	万元		58. 公司留成	万元	150.00
48. 外贸进口额	万元		59. 其他分配	万元	3,923.12
49. 承包工程收入	万元		60. 章程规定的分配形式:		
50. 劳务出口收入	万元				
51. 旅游业收入	万元				
52. 咨询技术服务收入	万元				
53. 其他收入	万元				
61. 主要产品或主要商品名称	计算单位		年计划产量或销售量		年实际产量或销售量
62.					
63.					
64.					

注: 中国船舶公司和中国对外贸易运输总公司是一套机构、两块牌子一本帐。
所以此表数字与中国对外贸易运输总公司填制数字相同。

Guo Gong Shang Dēng Jian: 5 forms
File No.: (85) Gong Shang Qi Zi No. 50
This form shall be submitted by the end of
February.

Registration Form of Company's Annual Inspection

(1985)

Company Name : China National Chartering Company

Address: Er Li Gou, Xi Jiao, Beijing

Economic Nature: ownership by the whole people

Administrative Authority in Charge: Ministry of Foreign Economy & Trade

Industry Classification: _____

Code of the Classification: _____

Date of Establishment: March 1955

(The Industry Classification and its code shall be filled in by the registration authority.)

This form is made by State Administration of Industry and Commerce
of the People's Republic of China.

1. Registration Items

Original Registered information		Actual information at the end of this year	
1	Name: China National Chartering Corporation	9	Name: China National Chartering Corporation
2	Address: Er Li Gou, Xi Jiao, Beijing	10	Address: Er Li Gou, Xi Jiao, Beijing
3	Legal representative: Li Chuntian	11	Legal representative: Li Chuntian
4	Type of business operation: State-run	12	Type of business operation: State-run
5	Business Scope: Main business: Chartering business and cargo space booking business in relation to foreign parties Other business:	13	Business Scope: Main business: Chartering business and cargo space booking business in relation to foreign parties Other business:
6	Sub-total of Registered Capital	14	Sub-total of Registered Capital: RMB99,200,000
7	Including: Fixed Capital	15	Including: Fixed Capital: RMB9,220,000
8	Current Capital	16	Current Capital: RMB89,980,000
17	Sub-total of the source of the registered capital: RMB99,200,000	33	Sub-total of business and operation space: m ²
18	Including: Funds appropriated from the superior entity: RMB99,200,000	34	Including: Workshop space: m ²
19	Borrowings:	35	Business operation space: m ²
20	Joint Venture:	36	Warehouse space: m ²
21	Raised Capital:	37	Other space: m ²
22	Bank Loan:	38	Source of business and operation space:
23	Others:		
24	Sub-total of employees: 392	39	Term of the Lease agreement:
25	Including: Formal employees: 390	40	Date of establishment: March 1955
26	Temporary employees: 2	41	Business license: Gong Shang Qi Jin Zi No. 01171
27	Part-time employees:	42	Valid term of the business license: from 9 June 1984 To 8 June 1989
28	Administrative authority in charge: Ministry of Foreign Economy & Trade	43	Certificate of Business Operation: Gong Shang Qi Zheng Jin Zi No. 0373
30	Bank: Bank of China	44	Certificate of Business Operation:
31	Bank Account: 40103095	45	Certificate of Business Operation:
32	Telephone No.: 890931	46	Certificate of Business Operation:

2. Annual report on business operation

	Item	Unit of account	Actual Amount		Item	Unit of account	Actual Amount
47	Gross output value (current value)	RMB10,000		58	Total amount of tax payable	RMB10,000	1,075
48	Total income of transportation business	RMB10,000	320,189	59	Total amount of profit	RMB10,000	16,865
49	Work volume of construction and installation	RMB10,000		60	Including: Profit turned in to the State Treasury	RMB10,000	
50	Turnover of commercial business	RMB10,000		61	Profit turned in to the administrative authority in charge	RMB10,000	9,431
51	Export volume in relation to foreign trade	RMB10,000		62	Profit retained within the company	RMB10,000	2
52	Import volume in relation to foreign trade	RMB10,000		63	Other distribution	RMB10,000	7,432
53	Income of construction projects	RMB10,000		64	Distribution as per the company's Article of Association:		
54	Income of export of labor service	RMB10,000					
55	Income of tourism business	RMB10,000					
56	Income of consulting and technology service	RMB10,000					
57	Other income	RMB10,000	1,628				
65	Name of main products or commodities		Unit of account	Planned annual output value or sales volume		Actual annual output value or sales volume	
66							
67							
68							

Remark: China National Chartering Corporation and China National Foreign Trade Transportation Corporation are one institution with one accounting book and two name boards. Therefore, the statistics listed in this table are the same as those of China National Foreign Trade Transportation Corporation.

Guo Gong Shang Deng Jian: 5 forms
File No.: (85) Gong Shang Qi Zi No. 50
This form shall be submitted by the end of March.

Registration Form of Company's Annual Inspection

(1986)

Company Name : China National Chartering Company

Address: Er Li Gou, Xi Jiao, Beijing

Economic Nature: ownership by the whole people

Administrative Authority in Charge : Ministry of Foreign Economy & Trade

Industry Classification: _____

Code of the Classification: _____

Date of Establishment: March 1955

(The Industry Classification and its code shall be filled in by the registration authority.)

This form is made by State Administration of Industry and Commerce
of the People's Republic of China.

1. Items of registration

Original Registered information		Actual information at the end of this year	
1	Name: China National Chartering Corporation	8	Name: China National Chartering Corporation
2	Address: Er Li Gou, Xi Jiao, Beijing	9	Address: Er Li Gou, Xi Jiao, Beijing
3	Legal representative: Li Chuntian	10	Legal representative: Ping Jian
4	Business Scope: Major business: Chartering business and cargo space booking business in relation to foreign parties. Side business:	11	Business Scope: Major business: Chartering business and cargo space booking business in relation to foreign parties. Side business:
5	Registered Capital: RMB20,000,000	12	Actual owned Capital:
6	Including: Fixed Capital	13	Including: Fixed Capital RMB193,500,000
7	Current Capital	14	Current Capital RMB88,880,000
15	Sub-total of the source of the registered capital:	31	Sub-total of business and operation space: m ²
16	Including: Funds appropriated from the superior entity: RMB99,200,000	32	Including: Workshop space: m ²
17	Borrowings:	33	Business operation space: m ²
18	Joint Venture:	34	Warehouse space m ²
19	Raised Capital	35	Other space: m ²
20	Bank Loan	36	Source of business and operation place
21	Others:		
22	Sub-total of employees: 392		
23	Including: Formal employees: 390	37	Sub-total of employees at the end of this year: 422
24	Temporary employees: 2	38	Term of the Lease agreement: From _____ to _____
25	Part-time employees:	39	Date of establishment: March 1955
26	Administrative authority in charge: - Ministry of Foreign Economy & Trade	40	Business license: Gong Shang Qi Jin Zi No.01171
27	Authority of approval: Ministry of Foreign Economy & Trade	41	Valid term of the business license: from 9 June 1984 To 8 June 1989
28	Bank of deposit: Bank of China	42	Certificate of Business Operation: There are 7 forms at the end of year 1986
29	Bank Account: 40103095		
30	Telephone No.:890931		

2. Annual report on business operation

	Item	Unit of account	Actual Amount		Item	Unit of account	Actual Amount
43	Gross output value (Current price)	RMB10,000		54	Total amount of tax payable	RMB10,000	930
44	Total income of transportation business	RMB10,000	386,093	55	Total amount of profit	RMB10,000	17,734
45	Work volume of construction and installation	RMB10,000		56	Including: Profit turned in to State Treasury	RMB10,000	
46	Turnover of commercial business	RMB10,000		57	Profit turned in to the administrate authority in charge	RMB10,000	9,546
47	Export volume in relation to foreign trade	RMB10,000		58	Profit retained within the company	RMB10,000	2
48	Import volume in relation to foreign trade	RMB10,000		59	Other distribution	RMB10,000	8,186
49	Income of construction projects	RMB10,000		60	Distribution as per the company's article of Association:		
50	Income of export of labor services	RMB10,000					
51	Income of tourist business	RMB10,000					
52	Income of consulting technology service	RMB10,000					
53	Other income	RMB10,000	110				
61	Name of main products or commodities		Unit of account	Planned annual output value or sales volume		Actual annual output or sales volume	
62							
63							
64							

Note: China National Chartering Corporation and China National Foreign Trade Transportation Corporation are one institution with one accounting book and two name boards. Therefore, the statistics listed in this table are the same as those of China National Foreign Trade Transportation Corporation.

Guo Gong Shang Deng Jian: 5 forms
File No.: (85) Gong Shang Qi Zi No. 50
This form shall be submitted by the end of March.

Registration Form of Company's Annual Inspection

(1987)

Company Name : China National Chartering Company

Address: Er Li Gou, Xi Jiao, Beijing

Economic Nature: ownership by the whole people

Administrative Authority in Charge : Ministry of Foreign Economy & Trade

Industry Classification: _____

Code of the Classification: _____

Date of Establishment: March 1955

(The Industry Classification and its code shall be filled in by the registration authority.)

This form is made by State Administration of Industry and Commerce
of the People's Republic of China.

1. Items of registration

Original Registered information		Actual information at the end of this year	
1	Name: China National Chartering Corporation	8	Name: China National Chartering Corporation
2	Address: Er Li Gou, Xi Jiao, Beijing	9	Address: Er Li Gou, Xi Jiao, Beijing
3	Legal representative: Ping Jian	10	Legal representative: Ping Jian
4	Business Scope: Major business: Chartering business and cargo space booking business in relation to foreign parties. Side business:	11	Business Scope: Major business: Chartering business and cargo space booking business in relation to foreign parties. Side business:
5	Registered Capital: RMB2,000 (X10,000)	12	Actual owned Capital: RMB306,062,300
6	Including: Fixed Capital	13	Including: Fixed Capital RMB220,347,400
7	Current Capital: RMB 30,000,000	14	Current Capital RMB85,914,900
15	Subtotal of the source of the registered capital:	31	Sub-total of business and operation space: m ²
16	Including: appropriation from treasury of State: RMB9,920 (x10,000)	32	Including: Workshop space: m ²
17	Loan:	33	Business operation space: m ²
18	Joint Venture:	34	Warehouse space: m ²
19	Raise Capital	35	Other space: m ²
20	Bank Loan	36	Source of business and operation place
21	Others:		
22	Number of employees: 622		
23	Including: Regular Staff: 390		
24	Temporary employees: 2	37	Sub-total of employees at the end of this year: 502
25	Part-time staff	38	Term of the lease agreement:
26	Authority of administration: Ministry of Foreign Economy & Trade	39	Date of establishment: March 1955
27	Authority of approval: Ministry of Foreign Economy & Trade	40	Business license: Gong Shang Qi Jin Zi No.01171
28	Bank of deposit: Bank of China	41	Valid term of the business license: from 9 June 1987 To 8 June 1989
29	Bank Account: 40103095	42	Certificate of Business Operation: There are 10 forms at the end of year 1986
30	Telephone :890931		

2. Annual report on business operation

	Item	Unit of account	Actual		Item	Unit of account	Actual
43	Gross output value (current value)	RMB10,000		54	Total amount of tax payable	RMB10,000	825.13
44	Total income of transportation business	RMB10,000	363,801.61	55	Total amount of profit	RMB10,000	9,521.50
45	Work volume of construction and installation	RMB10,000		56	Including: Profit turned in to State Treasury	RMB10,000	
46	Turnover of commercial business	RMB10,000		57	Profit turned in to the administrate authority in charge	RMB10,000	5,448.38
47	Export volume in relation to foreign trade	RMB10,000		58	Profit retained within the company	RMB10,000	150.00
48	Import volume in relation to foreign trade	RMB10,000		59	Other distribution	RMB10,000	3,923.12
49	Income of construction projects	RMB10,000		60	Distribution as per the company's article of Association:		
50	Income of export of labor services	RMB10,000					
51	Income of tourist business	RMB10,000					
52	Income of consulting and technology service	RMB10,000					
53	Other income	RMB10,000	110				
61	Name of main products or commodities		Unit of account	Planned annual output or sales volume	Actual annual output or sales volume		
62							
63							
64							

Note: China National Chartering Corporation and China National Foreign Trade Transportation Corporation are one institution with one accounting book and two name boards. Therefore, the statistics listed in this table are the same as those of China National Foreign Trade Transportation Corporation.

Declaration of Weidong CHEN

Exhibit 3

9.25

中同意其遵守补办检验报告及有关情况说明

签收：(盖章)

关于中国租船公司 补办年检报告及有关情况说明

中国国家工商行政管理局：

中国租船公司于1955年注册成立，与中国对外贸易运输总公司实际上是一个公司两块牌子。对国内用中国外运公司；对国外用中国租船公司。兹因中国租船公司于1988年国家清理整顿公司规定不允许一个公司分挂两块牌子，即中国外运公司不能与中国租船公司并列。当时中国租船公司没有上报保留，因此视为撤消。

从1988年至1993年中国租船公司在中国对外贸易运输总公司内部以一个业务处室存在，非独立实体，因此在这段时间里中国租船公司年检未能办理。

于1993年，外经贸部批准中国对外贸易运输总公司成立中外运租船公司（二级公司）用于暂时替代原中国租船公司的对外业务联系，从1993年至今，中外运租船公司的年检都已办理。

由于名称的中断及变更给我司的海外关系公司，客户造成了很大的困惑和不解，也使我司的经济效益及对外的影响力明显不如从前。因此，我司深深感到恢复这一名称是相当必要且迫在眉睫。

对此，国务院办公厅秘书二局，根据国家经贸委和国家工

商局的意见，提出保留并恢复使用中国租船公司名称，并变更
为外运总公司的子公司，同时注销中外运租船公司这一建议已
得到李岚清、罗干等领导的同意。

在恢复办理登记的过程中，因我司年检从1988年至1993年
未能连续(因非独立实体)，因此，我司恳请国家工商行政管理局
能否以中外运公司的年检来代替我司的年检，或是有其它有
效的替代办法。另外，是否有免检的可能，请指示。



一九九七年一月十二日

**Explanation on Supplementing Annual Inspection Report of
China National Chartering Corporation and Other Relevant Issues**

To: State Administration of Industry and Commerce

China National Chartering Corporation was established and registered in 1955 and its relationship with China National Foreign Trade Transportation Corporation was actually "one institution bearing two name boards". China National Foreign Trade Transportation Corporation was used for the domestic market while China National Chartering Corporation was used for the international market. According to the regulations of the restructuring of companies in 1988, one corporation should not use two names, i.e. China National Foreign Transportation Corporation and China National Chartering Corporation should not be used at the same time. As no application was submitted to preserve the name of China National Chartering Corporation, that name was therefore deemed de-registered.

From 1988 to 1993, China National Chartering Corporation existed in the form of a business department of China National Foreign Trade Transportation Corporation, not a separate entity. Therefore, China National Chartering Corporation did not carry out annual inspections during this period.

In 1993, as approved by the Ministry of Foreign Trade and Economic Cooperation, China National Foreign Trade Transportation Corporation established Sinotrans Chartering Corporation (a second-tier company) to temporarily substitute China National Chartering Corporation in its foreign business. Sinotrans Chartering Corporation have completed all the annual inspections during the period from 1993 to date.

Such interruption and change in the name has caused great confusion to our overseas associated corporations and clients and has also negatively impacted our economic profit and reputation. Therefore, we feel that the resuming use of this name is necessary and urgent.

Bureau II of Secretariat of the Administration Office of the State Council, based on the comments received from the National Economic and Trade Commission and State Administration of Industry and Commerce, suggests to retain and resume use of the name of China National Chartering Corporation, to change it to a subsidiary of China National Foreign Trade Transportation Corporation and in the meantime to de-register Sinotrans Chartering Corporation. This suggestion has been approved by Li Lanqing and Luo Gan.

Concerning the formalities of re-registration, as the annual inspection records of our company was interrupted during the period from 1988 to 1993 (due to the fact that we were not a separate entity), we would be grateful for your comments as to whether we can use the annual inspection records of Sinotrans Chartering Corporation for that period or whether there are any other alternative solutions. Furthermore, is it possible for us to be exempted from the annual inspection for that period? We look forward to hearing from you.

China National Chartering Corporation(stamped)

12 July 1997

Declaration of Weidong CHEN

Exhibit 4

中国对外贸易运输总公司

(12)运办字第0711141号

厉月同存
徐9/5

关于保留中国租船公司的请示

对外经济贸易部：

中国租船公司（简称“中租公司”）与我公司是同一经理班子领导下的两个公司。租船业务是外贸运输不可缺少的部分，我公司的租船业务主要是通过中国租船公司来办理的。该公司已有40余年的历史，与世界上几十个国家的船公司和租船人建立了广泛的业务关系，并与世界主要租船市场保持着密切的联系。该公司以其经验丰富，信息灵通，信誉卓著而闻名国内外。

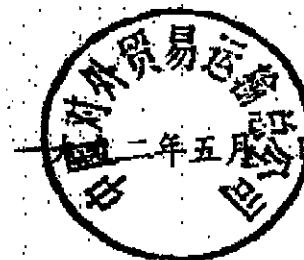
清理整顿公司工作在全国范围展开以后，我公司根据部里的要求，将中租公司上报部清理整顿公司领导小组，但由于国家工商局有关文件中规定一个公司不得使用两个名称，所以全国清整办下发的批复中没有批准保留该公司，但同时亦没有明确表示撤销或合并。当时，我公司曾向部里反映此事，要求保留，得到的答复是中租情况特殊，尚未报国务院清整办，是否能得以保留属于清整工作遗留问题，待时机成熟后再报。

目前，全国清理整顿公司工作已经结束，为进一步促进我系

统的开放搞活。我们认为中租问题应提到议事日程上来。最近，我公司内部就该问题专门进行了研究，拟将中国租船公司建成隶属我公司的独立法人，组建独立的领导班子，独立办公，独立核算。希望我部有关部门与国家工商局进行协商，以便中租公司早日成为真正的经济实体，更好地对外开展业务。

特此请示，请批复。

附：关于保留中国租船公司的历史沿革背景材料



抄送：国家工商行政管理局

附件:

关于中国租船公司历史沿革的背景材料

中国租船公司(简称中租公司)原名称为中国海外运输公司。

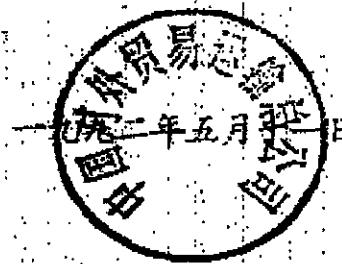
八十年代初，为打破西方资本主义国家对我国的“封锁禁运”，我国相继成立了中国海外运输公司和中国陆运公司。通过东欧、苏联以及港澳地区承担转运战略物资的工作，这两个公司就是中国对外贸易运输总公司的前身。

1995年1月，中国陆运公司被改组为中国对外贸易运输公司(以后称中国对外贸易运输总公司)，中国海外运输公司改称为中国租船公司。同年5月，中国租船公司并入中国对外贸易运输公司。但对外仍保留中国租船公司的名义，以独立法人身份出面，接受外运公司的委托，办理租船(含租进和租出)及与租船有关的其它业务。这样的好处是一符合国际租船市场的一般习惯；二便于维护租船人(如外运公司)的利益；三可向原船东收取一定比例的佣金，相应地降低运输成本。

中租公司在国际租船市场多年的业务活动中，已与16个国家和地区近600家租船代理和船东以及租船人建立了业务关系，在国际租船市场上曾是最大的独立租船人之一。中租公司重合同、守信用、遵守国际惯例、租金支付及时，办事效率高，享有良好的声誉。一份由中租公司签字的长期期租合同，可以在银行得到信用贷款。不少船东曾将其签订的长期租约抵押给银行，从而获得贷款造船或买船。

80年代，我国国家船队的建设具备了相当的规模，能够承担较大的外贸海运任务。中租公司的对外业务随之相应减少，但租船业务仍然不可缺少。这是由于在组织海上运输的实践中，经常出现不平衡现象，如进出口货运不平衡，运输地区不平衡，用船不平衡，装卸港不平衡等等。为了补充国轮运力在某时、某地、某一船型的不足，为了谋求经济效益，租进一些船是十分必要的。相反，当国轮运力在某时、某地、某一船型多余时，应通过国际租船市场对外租出。因此，国轮和租轮相辅相成，相互补充，可能符合国家的整体利益。中租公司在这一个领域仍起着不容忽视的作用。

目前：中租公司虽然持有工商局颁发的企业法人营业执照（注册资本为1111万元），但由于历史的原因，财务上并没有实行真正的独立核算，这就势必在经营过程中使中国外运总公司承担不必要的风险。因此，我公司征求了多方的意见，进行了反复的研究，拟将中租公司建成真正实体的企业法人，组建新的领导班子，实行单独核算，以利租船业务更加顺利地开展。



China National Foreign Trade Transportation Corporation

(92) Yun Ban Zi No. 07/0298

Application for Retaining the name of China National Chartering Corporation

To: Ministry of Foreign Trade and Economy

China National Chartering Corporation (also known as "Sinochart") and our company are two companies under the supervision of same management. Chartering business is an indispensable component of the foreign trade transportation. The chartering business of our company is mainly carried out by China National Chartering Corporation. That corporation now has over 40 years' history during which time it has established extensive business relations with shipping companies and charterers from dozens of countries all over the world, and at the same time it has maintained close contacts with the major chartering markets in the world. The corporation is well-known for its wide experience, up-to-date information and creditability domestically and abroad.

After the restructuring campaign was carried out throughout the country, our company has, in accordance with the request of the Ministry, report the situation in relation to China National Chartering Corporation to the leading team of the Ministry for the restructuring campaign. However, due to the requirement of the State Administration of Industry and Commerce that a company cannot use two names at the same time, the approval list issued by the national office of the restructuring campaign did not include the name of that corporation [i.e. Sinochart]. However, there was no express opinion either as to whether this corporation should be terminated or merged with another corporation. At that time, we reported this issue to the Ministry asking for retaining the name of the corporation. The reply we received by them was that issue of China National Chartering Corporation was uncommon and therefore was not reported to the national office of the restructuring of the campaign under the State Council. Whether it can be retained or not is a left-over issue and will be reported at the appropriate time.

The nationwide restructuring campaign has now come to an end. In order to further enhance the opening up and vitality of our system, we reckon the issue of Sinochart should now be put onto the agenda. Recently, some discussions were carried out on this particular issue within our company and we intend to change China National Chartering Corporation to an independent legal person, which will be a subsidiary of our company and which shall have its own management, office premises and accounting system. We hope that the Ministry can discuss the matter with the State Administration of Industry and Commerce so that Sinochart can become a real economic entity as soon as possible which will be much better for it to carry out foreign business.

We hereby submit this application and look forward to your approval and reply.

Enclosed: Background information regarding the historic development of China National Chartering Corporation in respect of retaining its name

8 May 1992

China National Foreign Trade Transportation Corporation (stamped)

Cc: State Administration of Industry and Commerce

Appendix:**Background information regarding the historic development of China National Chartering Corporation in respect of retaining its name**

China National Chartering Corporation (also known as "Sinochart") was originally called China Overseas Transportation Company.

In the early 1950's, in order to break the "Transportation Block" imposed by the Western capitalism countries on us, we sequentially set up China Overseas Transportation Company and China Land Transportation Company, which undertook the responsibilities of transferring strategic materials and resources through Eastern Europe countries, Soviet Union, and the region of Hong Kong and Macao. These two companies were the predecessors of China National Foreign Trade Transportation Corporation.

In April 1955, China Land Transportation Company was restructured to China National Foreign Trade Transportation Company (hereinafter called "China National Foreign Trade Transportation Corporation"), and China Overseas Transportation Company changed its name to China National Chartering Corporation. In May 1955, China National Chartering Corporation was merged into China National Foreign Trade Transportation Corporation, but externally it still carried out its business under the name of China National Chartering Corporation and presented itself as an independent legal person who accepted instructions of China National Foreign Trade Transportation Corporation and involved in the ship chartering (in and out) and other related business. This approach had three major benefits: 1) it accorded with the common practice of the international chartering market; 2) it could better protect the interests of the charterers (such as China National Foreign Trade Transportation Corporation); and 3) it allowed Sinochart to collect commission fees at certain percentage from its original ship owners and accordingly reduced the costs of transportation.

During its course of business in the international chartering market, Sinochart has established business relations with approximately 600 chartering agents and ship owners from 36 countries and regions and has been one of the largest independent charterer in the global chartering market. Sinochart is renowned for its orientation on contracts, creditability, respect for international common practice, prompt payment of hire and high efficiency. A long-term time charterparty, if executed by Sinochart, will easily obtain credit loan from the banks. Many shipowners have mortgaged their long-term time charterparties with Sinochart to the banks so as to procure loan for ship building or purchasing.

In the 1980's, the fleet of our whole country reached a large scale which allowed it to undertake large amount carriage of goods by sea. Foreign related business of Sinachart was therefore reduced. However, chartering business was still indispensable as when organising sea transportation, certain imbalance would likely to occur such as imbalance of cargo exporting transportation, imbalance of regional transportation, imbalance of vessel utility and imbalance of loading and unloading ports. For the purpose of backup Chinese vessels in the event of deficiency at certain time, in certain region or in respect of certain type of vessels, it would still be necessary to charter in some vessels from the international market. Vice versa, it

would also be necessary to charter out some vessels in case of superfluous of vessels at certain time, in certain region or in respect of certain type of vessels. Therefore, Chinese vessels and vessels chartered from the international market were supplementary to each other which were certainly in line with the benefits and interests of the country as a whole. Sinochart was still playing an important role in this respect.

At the moment, although Sinochart holds a business license issued by the Administration of Industry and Commerce (with a registered capital of RMB20,000,000), financially it still does not have an independent accounting system of its own due to some historic reasons. This unavoidably brings unnecessary risks to China National Foreign Trade Transportation Corporation during its course of operation. Therefore, having carried out consultation with various parties and conducted a sophisticated research, we intend to rebuild Sinochart to an independent legal person which shall have its own management and its own accounting system in order for a better operation of chartering business.

China National Foreign Trade Transportation Corporation

11 May 1992

Declaration of Weidong CHEN

Exhibit 5

中华人民共和国对外贸易经济合作部

〔1993〕外经函字第442号

关于成立中国外运租船公司有关问题的批复

中国对外贸易运输总公司：

你司〔93〕运租字第547/0482号《关于组建中国外运租船公司的函》悉，批复如下：

1、同意组建中国外运租船公司(CHINA NATIONAL CHARTERING CORPORATION，简称SINOCHART)，该公
司隶属于中国对外贸易运输总公司，具有独立法人地位。

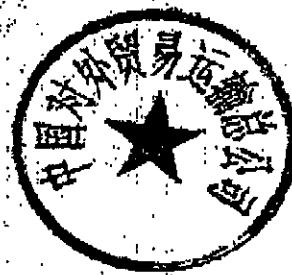
2、租船公司的业务经营范围核定为：

接受货主委托，代理整船租进或租出，船舶买卖、修造；船舶管
理；揽货；提供国际航运信息、咨询服务。

3、在国内设立具有独立法人地位的分支机构请另行报批。

请持此批文到国家有关管理部门办理相关手续。

一九九三年三月二日



抄送：国家经贸委、外贸办办公室
本部：南京（京、南京）、无锡司、外销司、进出口司（沪）、济南、深
信，信函
23日15时30分，录印14份

录入：王

校对：李芳萍、杨淑伟

**Ministry of Foreign Trade and Economic Cooperation
of the People's Republic of China**

[1993] Wai Jing Mao Yun Han Zi No. 449

Approval Regarding the Establishment of China National Chartering Corporation

To: China National Foreign Trade Transportation Corporation

Your application numbered (93) Yun Zi Zi No. 547/0482 in relation to the establishment of China National Chartering Corporation has been duly received. We set out our approval as follows:-

1. Agree to establish China National Chartering Corporation (in short, Sinochart); Sinochart is a subsidiary of China National Foreign Trade Transportation Corporation and has independent legal status.
2. The business scope of Sinochart shall be:

To accept instructions of cargo owners to charter in/out ships, to engage in ship sale and purchase and to arrange for ship repairs as the agent; to carry out ship management and canvassation of cargo, and to provide services in relation to international shipping information and consultation.

3. In the event that Sinochart intends to establish any subsidiaries which have independent legal status in China, such establishment shall be subject to separate approval.

Please present this approval letter to the relevant administrative authorities to complete the relevant formalities.

23 October 1993

Ministry of Foreign Trade and Economic Cooperation
of the People's Republic of China
(stamped)